

BK 1288 PG 0406

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INDEXING INSTRUCTIONS:

LOT 615 SEC B DESOTO VILLAGE S 33 & 34 T-1-S R-8-W

SUBSTITUTION OF TRUSTEE

STATE OF MISSISSIPPI
COUNTY OF DESOTO

WHEREAS, on the 8TH day of JUNE, 1998, CHARLES D BYARD AND MARY BYARD executed a Deed of Trust to CHARLES R CUNNINGHAM, Trustee for the use and benefit of THE MONEY CENTRE INC. beneficiary, which Deed of Trust is on file and of record in the office of the Chancery Clerk of DESOTO County, Mississippi, in Deed of Trust Record Book 1015 at Page 0582, thereof, describing the following property:

SEE EXHIBIT "A"

WHEREAS, the undersigned is the present holder and beneficiary of the Deed of Trust referred to above; and

WHEREAS, under the terms of said Deed of Trust, the beneficiary or any assignee is authorized to appoint a Trustee in the place and stead of the original Trustee or any successor Trustee in said Deed of Trust; and

NOW, THEREFORE, the undersigned holder of said Deed of Trust does hereby appoint and substitute John C. Morris, III as Trustee, the said John C. Morris, III to have all rights, powers and privileges granted the Trustee in said Deed of Trust.

Should the undersigned become the last and highest bidder at the foreclosure sale, the Substitute Trustee is hereby authorized to transfer and assign said bid to convey title to said Foreclosed property to the SECRETARY OF VETERANS AFFAIRS, an officer of the United States of America, or the SECRETARY OF HOUSING AND URBAN DEVELOPMENT, or whosoever the undersigned shall authorize. The statement in the Substitute Trustee's Deed that the undersigned has requested the transfer of its bid to Grantee (s) in the Substitute Trustee's Deed shall be binding on the undersigned and conclusive evidence in favor of the assignee or other parties thereby, and that the Substitute Trustee is duly authorized and empowered to execute the same.

IN WITNESS WHEREOF, the undersigned has caused this Instrument to be executed by its duly authorized officers on this 5 day of Feb, 2000.

THE BANK OF NEW YORK AS CO-TRUSTEE UNDER THE POOLING AND SERVICING AGREEMENT
DATED AS OF JULY 31, 1998, SERIES 1998-B

BY: [Signature]

STATE OF LOUISIANA NC
PARISH OF: Warr

PERSONALLY came and appeared before me, the undersigned authority in and for the jurisdiction aforesaid, Deborah Kaufman known personally to me to be the Designated Signer of the within named THE BANK OF NEW YORK AS CO-TRUSTEE UNDER THE POOLING AND SERVICING AGREEMENT DATED AS OF JULY 31, 1998, SERIES 1998-B and that (s) he executed and delivered the within and foregoing instrument on the day and year therein mentioned for and on behalf of said corporation, and as its own act and deed for the purposes therein mentioned, having been first duly authorized so to do.

WITNESS my signature and official seal on this, the 5 day of Feb, 2000.

MY COMMISSION EXPIRES: 4-29-2004

BYARD, CHARLES 0040330508

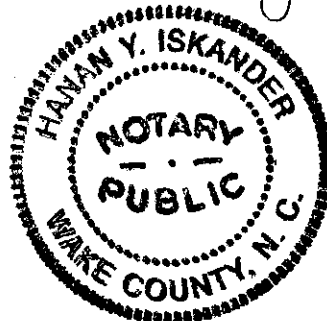


EXHIBIT "A"

Lot 615, Section B, DeSoto Village, S 33 & 34, T1S, R8W, as shown on plat of record in Plat Book 8, Page 6, in the Chancery Clerk's Office, DeSoto County, Mississippi, to which plat reference is hereby made for a more particular description of said property.